

RONAK JHUTHAWAT & CO

Company Secretaries

M No 9887422212

E Mail: csronakjhuthawat@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies) (Management and Administration) Rules, 2014.

To,
The Chairman
MADHAV MARBLES AND GRANITES LIMITED
Udaipur 313001

Dear Sir,

In terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 the Board of Directors of MADHAV MARBLES AND GRANITES LIMITED (The Company) at its meeting held on 10.08.2018 has appointed me as the Scrutinizer for Conducting the Postal Ballot voting process (Including voting through electronic means) for passing of the proposed Special resolution:

Resolution No 1: Special Resolution for issuing Convertible Warrants to Promoter /Promoter Group of the Company on preferential basis

Consent of the Company by way of Special Resolution authorizing the Board of Directors for issuing Convertible Warrants to Promoter /Promoter Group of the Company on preferential basis

Resolution No 2: Special Resolution of Adoption of new set of Memorandum of Association as per the provisions of Companies Act, 2013

Consent of the Company by way of Special Resolution authorizing the Board of Directors for merging the objects of the company mentioned under Clause III(C)- other objects with Clause III(B).

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, and Rules relating to voting through electronic means and physical postal ballot forms on the resolution contained in the Postal Ballot notice dated 10th August 2018.

My responsibility as a scrutinizer for the voting process through electronic means and physical postal is restricted to make a scrutinizer report of the votes cast "In Favor" or "Against" the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from e-voting system provided by the Central Depository Services (India) Limited (CDSL) the authorized service provider, for extending the facility of the shareholders of the Company.



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Accordingly, I submit my report as under:

1. In terms of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015, the Company has issued a postal ballot notice dated 10th August 2018 for passing a special resolution mentioned in the said notice to its members. The Company completed the dispatch of the postal ballot forms along with self- addressed postage pre-paid business reply envelopes to its members whose name(s) appeared in the Register of members / list of beneficiaries as on 14th August 2018.
2. The members were informed vide the postal ballot notice that they were required to give their assent 'For' or dissent 'Against' the proposal through physical postal ballot forms which were required to be sent to me on or before 19th September 2018 or through e-voting facility which was kept open from 21st August 2018 (09.00 AM) to 19th September 2018 (5.00 PM) (both days inclusive).
3. The Postal Ballot forms were subsequently opened by me in the presence of two witnesses, (1) Ms Swati Shah and (2) Ms Disha Jain who are not in the employment of the Company and Postal ballot forms were diligently scrutinized. The Postal ballot forms were reconciled with the records maintained by Ankit Consultancy Private Limited, the Registrar and Transfer Agent of the Company and also with the authorization/proxies lodged with the Company.
4. Thereafter, the electronic votes cast through remote e-voting provided by CDSL were unblocked in the presence of said two witnesses (1) Ms Swati Shah and (2) Ms. Disha Jain, on 20th September, 2018 at 06.19 P.M.
5. There were no postal ballot forms which were incomplete and/or which were otherwise found defective.
6. I found no invalid Postal ballot forms.
7. Pursuant to SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015,, and the provisions of section 108 of the Company Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, (including any amendments thereto), the Company has provided electronic voting facility (e-voting) to the shareholders of the Company and has engaged Central Depository Services (India) Limited (CDSL) for providing e-voting platform. Email communication in respect of e-voting for postal ballot of the Company has been sent to email addresses which are registered with the Depositories as on 14.08.2018.
8. Particulars of all the postal ballot forms received from the members including electronic voters has been entered in a register separately maintained for the purpose.



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9. The Company has published on 19.08.2018 advertisement about the dispatch of postal ballot notice in One English daily and in one Regional Daily.
10. I have considered all postal ballot forms received up to 05.00 PM on 19th September 2018 and electronic votes recorded from 21st August 2018 to 19th September 2018 up to the close of workings hours i.e., at 05.00 PM On 19th July 2018, being the last date and time fixed by the Company for receipt of the forms which have been considered for my scrutiny.
11. The Summary of the votes cast and ballots received resolution-wise is as given below :

For Resolution no. 1

Sl. No.	Description	Through Postal ballot	Through E Voting	Total
1	Postal Ballot forms / E voting received	57	16	73
2	Total Number of vote cast	84803	13465	98268
3	Less : Invalid Votes cast	-	-	-
4	Valid no. of Vote Cast	84803	13465	98268
4.1	No. of Valid Votes with assent for the Resolution	84601	11904	96505
4.2	No. of Valid Votes with dissent for the resolution	202	1561	1763
5	No of Votes abstained for the Resolution	-	-	-

89.13 % of total valid votes cast In favor of the resolution:
10.86 % of total valid votes cast against the resolution:

Thus, Resolution No. 1 is passed with requisite majority.

For Resolution no. 2

Sl. No.	Description	Through Postal ballot	Through E Voting	Total
1	Postal Ballot forms / E voting received	57	20	77
2	Total Number of vote cast	84803	2028615	2113418
3	Less : Invalid Votes cast	-	-	-
4	Valid no. of Vote Cast	84803	2028615	2113418
4.1	No. of Valid Votes with assent for the Resolution	83569	2028615	2112184
4.2	No. of Valid Votes with dissent for the resolution	102	-	102
5	No of Votes abstained for the Resolution	1132	-	1132

100.00 % of total valid votes cast In favor of the resolution:
0.00 % of total valid votes cast against the resolution:

Thus, Resolution No. 2 is passed with requisite majority.



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12. The Postal Ballot and all other papers relating to postal ballot including voting by electronic means shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter the same be returned to the Company.

I write to State that the special resolution set out in the Notice for Postal Ballot dated 10.08.2018 is approved by members of the Company with requisite majority. You may accordingly declare the results of the Postal Ballot as per law.

Place : Udaipur
Date : 20.09.2018

Yours truly,
For Ronak Jhuthawat & Co.
Company Secretaries



Ronak Jhuthawat
Proprietor
M NO F 9738
CP No 12094

1. Disha jain
Sec 11, Machla Magra, Udaipur
2. Swati shah
Lake Garden Sec 14, udaipur

COUNTERSIGNED BY:
For, MADHAV MARBLES AND GRANITES LIMITED

Priyanka Manawat
Company Secretary